

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: §
§
COINTERRA, INC., § **Case No. 15-10109-HCM-7**
§
Debtor. §

**LIMITED RESPONSE TO AMENDED MOTION OF
FUTURE ELECTRONICS CORP. FOR RELIEF FROM THE AUTOMATIC STAY**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, Fortis Advisors LLC, as Collateral Agent for the ratable benefit of the Lenders under certain Transaction Documents as defined in the Cointerra, Inc. Security and Pledge Agreement¹ (“**Collateral Agent**”), the representative of secured creditors in the above captioned and numbered case, and files this Limited Response to Amended Motion for Relief from Automatic Stay of Future Electronics and in support thereof, would respectfully show as follows:

Limited Response

1. Collateral Agent agrees with Future Electronic’s recitation of jurisdiction and the applicable statutory basis for relief as set forth in paragraphs 1 and 2 of the Amended Motion for Relief from Automatic Stay of Future Electronics (the “**FE-MLS**”).

¹ Any capitalized terms not defined herein are as defined in the Cointerra, Inc. Security and Pledge Agreement, the Collateral Agent Agreement and multiple Secured Convertible Notes all dated August 1, 2014.

2. Collateral Agent does not dispute the existence of or the time of the filing of either the Security Agreement or the UCC Financing Statement as detailed in paragraphs 3 and 4 of the FE-MLS.

3. Collateral Agent does not have any knowledge or information upon which to determine whether or not the amount stated on paragraph 5 of the FE-MLS is correct or not and thus cannot admit to its veracity.

4. Collateral Agent agrees with the statements made in paragraphs 6 and 7 of the FE-MLS.

5. Collateral Agent does not have any knowledge or information upon which to determine whether or not collateral is as detailed in paragraph 8 and Exhibit "C" is of the value noted or in the location noted and thus cannot admit to its veracity.

6. Collateral Agent does not have any knowledge or information upon which to determine where the balance of the collateral is, as detailed in paragraph 9, but notes the limited nature of the relief requested.

7. The Debtor does not have any equity in the ACD located collateral, because, in addition to Future Electronic's PMSI in specific equipment that it sold to the Debtor, the Collateral Agent is a junior secured creditor as to that collateral on account of the Cointerra, Inc. Security and Pledge Agreement which granted a lien on, among other assets, all of the Debtor's equipment and inventory, which was perfected by a UCC-1 filing in Delaware on August 4, 2014. While the Collateral Agent is junior to Future Electronics as to the PMSI in specific equipment, it does have an interest in the collateral and is entitled to notice and other procedural protections with regard to that collateral and its disposition.

8. The Collateral Agent does not oppose the lifting of the automatic stay, but requires that its rights under otherwise applicable law not be seen as being waived on account of the statement that no other party has an interest in the collateral at issue.

Respectfully submitted by:

/s/ E. P. Keiffer
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**ATTORNEYS FOR FORTIS ADVISORS
LLC, COLLATERAL AGENT**

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing *Limited Response to Amended Motion of Future Electronics Corp. for Relief From the Automatic Stay* was served on February 20, 2015, to the parties listed below by the Court's ECF noticing System or by First Class Mail, postage prepaid.

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/s/ E. P. Keiffer
E. P. Keiffer